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JUN 13 '05

12:01 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

June 13, 2005

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Release from Surface Transportation Board Filed Encumbrance, a secondary document, dated as of May 26, 2005. The primary document to which this is connected is recorded under Recordation No. 23981. We request that one copy of this document be recorded under Recordation No. 23981-CC.

The name and address of the party to the Release from Surface Transportation Board Filed Encumbrance is:

Secured Party:

The Bank of Nova Scotia
600 Peachtree Street, Suite 2700
Atlanta, GA, 30308

A description of the equipment covered by the Release from Surface Transportation Board Filed Encumbrance consists of four GP-7 locomotives numbered SCTR 151 and 152 and TPW 1601 and 1602, and two SD-20 locomotives numbered MNA 1021 and 1023.

BALL JANIK LLP

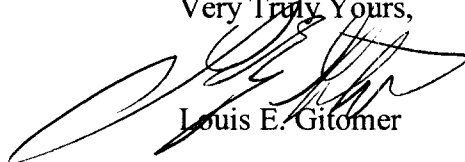
Honorable Vernon A. Williams
June 13, 2005
Page 2

A fee of \$33.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Release from Surface Transportation Board Filed Encumbrance by The Bank of Nova Scotia, 600 Peachtree Street, Suite 2700, Atlanta, GA, 30308, covering four GP-7 locomotives numbered SCTR 151 and 152 and TPW 1601 and 1602, and two SD-20 locomotives numbered MNA 1021 and 1023.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name. The signature is stylized with a large, sweeping initial 'L'.

Louis E. Gitomer

Enclosures

Release from Surface Transportation Board Filed ~~JUN 13 2005~~ 12:01 PM

SURFACE TRANSPORTATION BOARD

Release herein is made to the Amended and Restated Credit Agreement (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Amended Credit Agreement"), dated as of September 29, 2004, made by RailAmerica Transportation Corp., a Delaware corporation (the "Company"), RailAmerica, Inc., Palm Beach Rail Holding, Inc., RailAmerica Canada Corp., and RaiLink, Ltd., the various financial institutions as are or may become parties thereto (collectively, the "Lenders"), UBS Warburg LLC, as Sole Arranger and Bookrunner, UBS AG, Stamford Branch as the Administrative Agent for the Lenders, and The Bank of Nova Scotia, as Collateral Agent (in such capacity, the "Collateral Agent") for the Lenders. Unless otherwise defined herein, capitalized terms used herein and in the Schedule hereto have the meanings provided in the Amended Credit Agreement.

The Collateral Agent hereby releases the assignment, pledge, hypothecation, charge, mortgage, delivery, and transfer of:

EMD GP-7 locomotives:

SCTR 151
SCTR 152
TPW 1601
TPW 1602

EMD SD-20

MNA 1021
MNA 1023

that were recorded with the Surface Transportation Board under Recordation Number 23981.

Dated as of May 26, 2005.

THE BANK OF NOVA SCOTIA,
As Collateral Agent

By: Chris Allen

Title: Managing Director

State of Georgia)
)
County of Gwinnett,) ss.

On this 26th day of May 2005, before me James R. Wilson the undersigned Notary Public, personally appeared William E. Zarrett personally known to me to be the person who executed the within instrument as Managing Director behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

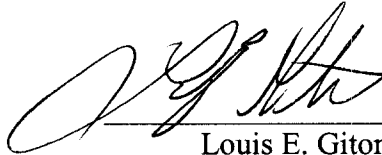
My Commission expires

8/22/07

James R. Wilson
Notary Public for Georgia

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Release from Surface Transportation Board Filed Encumbrance dated as of May 26, 2005, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer
June 13, 2005